EXHIBIT 3

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

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In Re:	) Case No. 19-30088
	) Chapter 11
PG&E CORPORATION AND PACIFIC GAS AND ELECTRIC COMPANY	)
	) San Francisco, California
	) Friday, December 4, 2020
Debtors.	) 9:30 AM
_____	)

ORAL RULING ON REORGANIZED DEBTORS' MOTION TO APPROVE SECURITIES ADR AND RELATED PROCEDURES FOR RESOLVING SUBORDINATED SECURITIES CLAIMS [8964]

ORAL RULING ON SECURITIES LEAN PLAINTIFF'S MOTION TO APPLY BANKRUPTCY RULE 7023 AND CERTIFY A LIMITED CLASS [9152]

TRANSCRIPT OF PROCEEDINGS
BEFORE THE HONORABLE DENNIS MONTALI
UNITED STATES BANKRUPTCY JUDGE

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PG&E Corporation And Pacific Gas And Electric Company

SAN FRANCISCO, CALIFORNIA, FRIDAY, DECEMBER 4, 2020, 9:30 AM

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(Call to order of the Court.)

THE CLERK: Court is now in session. The Honorable Dennis Montali presiding. Calling the matter of PG&E Corporation.

THE COURT: Hi. Good morning everyone, or good evening, or good afternoon for the east coast. I won't take appearances because, again, we have lots of counsel on the call.

I see on the call sign-up Mr. Dubbs, Mr. Slack, and Mr. Karotkin. They were the three counsel who were active in the hearing we had on the 17th, and so at the end of what I have to say if they need to be heard, I'll take their appearances.

So I've scheduled this as an oral ruling on what we conveniently call the ADR procedures motion, and the Rule 723 motion -- 7023 motion that was argued on the 17th. And this is my oral ruling on the motions to approve the securities ADR procedures, and to consider application of Federal Rule of Bankruptcy Procedure 7023. Those motions were fully briefed and argued on November 17th, 2020.

Rather than take the time to draft a detailed memorandum decision with citations and legal analysis, I've chosen to exercise my discretion to implement the procedure

that I find preferable as quickly as possible.

In short, I am going to grant the ADR motion with some modifications, and defer on this, deny for now, the competing Rule 7023 procedure advocated by the securities lead plaintiffs and various parties who joined them. The reasons are multiple.

First, the proposed date -- excuse me, there's a phone ringing in the background, let me just wait till it stops. Hold on. All right. This is the problem I have of trying to work at home.

Anyway, the reasons are multiple. Well, first the proposed ADR procedures resemble procedures already implemented in this massive case for approximately 12,000 nonfire, nonsecurities claims, both with respect to numerous omnibus objections and also a slightly different approach that has begun for mediation of some of those claims.

While the process for disposition of the thousands of fire victim claims are outside the Court's jurisdiction and control, there are similar procedures for negotiation and mediation that have been implemented there. While those similarities do not alone compel application for the securities fraud claims, a consistent approach is a good factor to include in the list of reasons for this decision.

Further, when I denied the original class action, Rule 7023 motion several months ago, I authorized the implementation of a procedure to provide for a claims filing regime for

securities fraud claimants. That produced 7,000 claims to administer and deal with.

Going back to a variance on what was rejected before might well cause confusion, particularly for those who did not file claims the first time, and might well cause one to question why the Court is changing horses in the middle of the stream. For now, I believe it is appropriate to stick with that procedure, rather than go back to something that resembles what the securities lead plaintiffs advocated then and now.

As stated otherwise, I believe we have a well-established process in the bankruptcy system, apart from the class action world where the securities fraud claimants' advocates live, that facilitates consensual resolution, mediation, and if necessary, the traditional claims objection process. The bankruptcy process seems as normal and familiar to the bankruptcy bench and bar as does the Rule 23 class action process to those who practice and adjudicate there. I prefer to stick with a well-tried and true regime in this forum.

The omnibus claims objection procedure is also well established in the Federal Rules of Bankruptcy Procedure, and particularly Rule 3007(d). They are already underway in significant measure in this case, as I noted, and have been implemented in many cases that aren't even nearly considered so-called mega cases, and appear to be workable and efficient.

I would add that the pleas by the securities lead plaintiffs that somehow due process is being denied are simply not persuasive.

Some objections suggest that this procedure upends the presumption that a filed claim is deemed allowed unless and until objected to; unless it's contrary to the Ninth Circuit's Lundell decision, and other authorities. I reject that argument. Lundell and the presumptions are alive and well. Nothing disrupts the process by inviting parties to compromise their positions through the offer and sale, and then move on.

The same is true with the mediation alternatives. If the mediation fails, the filed claims stand as allowed, unless and until the reorganized debtors object, and any suggestion that the Court's role is usurped is easy to dismiss. Most judges I know, including yours truly, don't mind making decisions when they have to. But most, again including me, really like consensual resolutions before asking for binding -- or excuse me, before issuing binding and final decisions. I prefer litigants having the opportunity to determine their own outcomes.

Turning to more practical considerations, the acts complained of by some of the securities claimants happened almost five years ago. The bankruptcy was filed nearly two years ago. Thus, there are prospective claimants, both large and small, who didn't trade their claims and who have waited a

very long time. The ADR procedures suggested by the reorganized debtors have the appeal of assuring some claimants will have an opportunity to recover some of their losses quickly and inexpensively.

If I doubted the reorganized debtors assurances that accepted offers will be honored promptly, either by a distribution of cash or of common stock, I would feel otherwise. In fact, the order I will make, that will issue ultimately here, will make clear that accepting offers will be honored and paid promptly.

I reject the opposition's arguments that somehow the reorganized debtors will pickoff unrepresentative parties, like shooting fish in a barrel. There are several reasons why I reject that argument. First, many of those parties have counsel, some of who joined in opposing the ADR motion, and quite adequately represented their client's interest. There's no reason why they can't and won't continue to do so if appropriate under the ADR procedures.

I further reject the notion that somehow investors, whether they be individuals or institutions, who were able to make their own investment choices for purchasing the company's stock or debt years ago, are somehow unable to make their own decisions whether to accept a recovery on some portion of what they spent when they made those investment decisions. Then they either made their own decisions or took the advice of

investment advisors, stock brokers, investment committees, or otherwise. I am not going to assume that they are so unsophisticated, innocent babes in the woods who can't make their own decisions now. And if they want more information, or greater concessions from the reorganized debtors, they are free to pass on the offers and acceptance and the mediation options.

If they want the benefit of counsel, either at the outset of the offer acceptance process or later, when faced with mediation, nothing prevents them from organizing collectively in selecting counsel on a group basis to represent their interests.

Further, if it comes to the formal claims objection procedures, they can rally their forces collectively again if they wish. Simply stated, they said yes or no to a choice to whether to invest years ago. Now they can say yes or no to an offer the reorganized debtors present to them under the proposed procedures.

There are two changes I want to make in the order that I'll issue regarding that offer acceptance procedures. First, I believe a twenty-one day time period is too short. I'm going to insist that it be extended to thirty-five days.

Second, I will not require a claimant to submit a counteroffer. While that might facilitate the goal of consensual resolution, I don't think it is fair for the Court to require it. The procedures will need to be changed to make

that clear.

If it turns out that the offer and acceptance, mediation, and related procedures failed significantly, we can revisit the question of whether remaining securities fraud claimants would be better served by some variation on a Rule 7023 process.

Turning to the mediation options, the suggestion that the reorganized debtors will have some sort of captive group of hired guns to do their bidding is offensive and is rejected. It is inconsistent with a well-established culture of unbiased neutrals that has existed in the Northern District of California District Court, and in the Northern District of California Bankruptcy Court, for decades. It is a fair, and impartial mediation process that is largely free of any court supervision.

I find it unusual that the objectors complain that the reorganized company will pay the mediators, and that the class motion solution is better because the costs can be shared. That strikes me as shortsighted or naive, because any successful class action prosecuted to judgment or mediated to a consensual result might very well, if not always does, have costs being born by the class action defendants, or here the reorganized debtors. What's wrong with that? Here, the payment of the neutrals is on the front end where it belongs.

The proposed procedures have built into them an

assurance that the mediators will disclose any relationship that they have had or have with the reorganized debtors. And as I will explain later, I will also require an adequate showing of the training, and qualification of the mediators who are named by the reorganized debtors. If for some reason any securities fraud claimant believes he, or she, or it is forced to appear before an improper or unqualified mediator, the procedures themselves have some built-in safeguards, and in the alternative, there can always be resort to the Court to replace any particular mediator for good reason. For now, I'm simply going to assume that anyone bringing baggage that might disqualify him or her as a mediator under this procedure will not get on the approved list to begin with.

One of the variations I also will require under the securities ADR procedures, which are found in Exhibit A-2 to the debtors' proposed order approving the ADR procedures, at Doc. 9378-1, is that what will have to be posted on the website available to the securities fraud claimants information about the mediators who are on the approved list.

I'll refer as an example, specifically, to our own Bankruptcy Dispute Resolution Program which is on our court's website. Any party using that procedure can go to that website and see the name, the law firm affiliation, if any, the educational background, ADR experience, and other relevant information about the volunteers who might be available to

mediate for them.

As an aside, I just went a couple of days to make sure that list was up-to-date. And who do you think the very first person listed on the Bankruptcy Dispute and (sic) Resolution Program is none other than Peter Benvenutti, one of debtors' counsel. I don't know whether he'll be on the mediator's list, or I'm presuming he won't be, he can't be, but the point is that there's an example of looking to a public document to see information about someone who might be involved in a matter that's relevant to the decision that will be made.

In this case, since the reorganized debtors will be listing those mediators, that same information will have to be available on a consistent basis, so all parties required to participate in the mediation will be able to have the basic information about the selected mediator.

There is one specific additional point I want to stress on this point, and that is that the mediation alternative cannot be implemented twice, in my opinion, unless a particular claimant agrees. And what I mean specifically is that if the reorganized debtors designate a claim for the abbreviated mediation process and that process is not successful, the claimant cannot be subjected to then going through the standard mediation process, unless the claimant specifically agrees in writing to try a second mediation effort. I don't have to worry about the reverse. I don't

think a standard mediation that is unsuccessful will result in a suggestion that we have an abbreviated mediation, but the order, and the related information -- excuse me, related procedures will have to make that clear. It's one-time mediation, not two, unless you agree to it.

As for the securities claim information procedures, I am encouraged by reorganized debtors' counsel's suggestion made during the hearing on November 17th. Specifically, Mr. Karotkin stated, and I quote, "What we would propose, Your Honor, is submitting to the Court on notice, almost like a mini-disclosure statement in connection with the offer and acceptance procedures, as well as the mediation. People can look at it. People can comment on it. So it will be very certain that people who aren't subject to our process will clearly understand what's going on" -- I think that's a typo -- who are subject to our process will clearly understand what's going on. That's the end of the quote, even if I misquoted.

Another legitimate concern of some objectors is if they have already provided the requisite information to support their claims, and shouldn't have to do it again. In the same colloquy, Mr. Karotkin assured me that parties who have already provided extensive information to support their claim will not have to do it a second time. He stated, and again I'm going to quote with a slight edit, "And as we said, we will go through the claims to make sure that to the extent someone has provided

information, we will not ask," that party "to duplicate that to avoid any burden."

Turning now to the omnibus objection procedures, the reorganized debtors' proposals are set forth in Exhibit A-3 to the proposed order that I mentioned a moment ago. I will permit the use of those objection procedures, as I have done for nonfire, nonsecurities' claims, and which have been working quite well, efficiently and with minimal court involvement.

The debtors have asked me to expand on Bankruptcy Rule 3007(d) to permit some additional categories of omnibus claims objections. I am prepared to do that for the first two categories of omnibus objections that are set forth in paragraphs 8(a) and 8(b) of the proposed order.

Subparagraph(a), or paragraph 8(a), pertains to purchases of equities, securities, or debt that occurred outside of the subject period as set forth in the extended bar date order.

And subparagraph (b) covers securities claims that were sold before release of any purported corrective disclosures. Those strike me as routine, procedural, nonsubstantive, and a proper and efficient way of cutting down on the number of claims that have to be administered in any further proceedings or processes.

I am rejecting the reorganized debtors' proposal in paragraph 8(c), namely an objection based upon failure to

submit a completed trading information request form by any deadline. That seems inconsistent with the principal that prohibits disallowing a claim in the face of the presumption of allowance, absent a substantive basis to disallow it under Section 502. It is also consistent with my own reported decision in the Heath (phonetic) case, and the Supreme Court precedent, Travelers v. PG&E, one of my favorites.

In other words, if a securities fraud claimant is unwilling or unable to complete the trading information request form, the consequence shouldn't be a disallowance of the claim as a matter of law. The proper alternative, consistent with due process, is to require the debtors to frame an objection along the lines of stating, for example, that the information is not sufficient to provide a basis to establish the liability, or any other ground that is permissible as a substantive matter.

Next, in paragraph 8(d) of the proposed order, reorganized debtors ask that there be a procedure, an omnibus objection procedure, based upon the parties and what the parties and the briefing called, "unauthorized bulk claims". I am worried that permitting that procedure at this point takes us down a slippery slope of turning an efficient, and a way of dealing with multiple similar claims, into an inappropriate way of dealing with the substantive merits of what might be significant, and numerous claims.

Therefore, before including a bulk claim objection in an omnibus objection regime, the reorganized debtors will first have to give written notice to any prospective respondent that proof of authorization to file the claim on behalf of a known, or identified claimant is missing, and will be the subject of an omnibus objection if not provided. I'm willing to permit the reorganized debtors to use this omnibus objection for this category of claims, as long as there has been at least a forty-five day written notice period to the claimants that they must provide proof of authorization, or the claim will be objected to under the omnibus procedure.

I've allowed, parenthetically, that in the course of the argument on November 17th, a suggestion was made that it might be appropriate to target this type of claim objection for specifically and discrete objection and briefing, much like we had done earlier in the case with the post-petition interest issue and other discrete issues. I will leave that for further consideration, but I invite the parties to consider doing that.

Finally, in the omnibus category of paragraph 8(e) of the proposed order, the language appears to be consistent with what was done in the omnibus claims procedures generally at docket 8226, filed June 30th, 2020, and seems appropriate here. So to be consistent, I will permit that category of omnibus objections to proceed.

Returning to the suggestion by Mr. Karotkin that there

will be some sort of explanation of the offer and acceptance and disclosure procedures, I want the reorganized debtors' counsel and the securities lead plaintiff's counsel to meet and confer, and to see if they can agree on suitable disclosures and exclamations -- pardon me -- explanations both as to the offer and acceptance procedures, and the mediation process, but also as to the narrowing of the information that must be provided from claimants who have already completed portions of the requisite forms.

I suggest that within the next thirty days, they attempt to agree on mutually acceptable language. I'll come back to that in a moment.

That, in brief, is my thinking on the ADR portion of the motion. I have decided to reject the Rule 7023 procedure. If I may paraphrase a former well-known politician, there are too many unknowns. For example, even Mr. Dubbs conceded that I was somewhat in unchartered waters, and he asked me to go out and be creative, or go into new territory. Well, I'm not bashful about being creative, but I am not inclined to do that here, when there seems to be a more efficient and sufficient way to proceed, as I've summarized.

The unknowns that don't need to be the subject of further litigation in this case now, or possible appeals in this case, include whether PERA or PERA's counsel have a conflict in representing the securities class in the district

court, and the claimants here, and also whether the limited fund doctrine applies, or doesn't, to the common stock to be issued under the plan by the insolvent -- excuse me -- the solvent debtor. Next, whether the cases permit the rule to be available for a money recovery, even though the common stock to be issued is determined by a mathematical conversion of money to common stock.

I do not want to risk violating the principle of only non-economic recoveries under at least one of the class action alternatives. Rather than restate the briefing and arguments of both sides, I will simply note that the very presence of those disputes and the questions, some of which are unanswered and some of which, as I stated, is new territory, is reason enough not to go there at this point when the alternative is preferable to me.

The class action options under Rule 23 are well-established, but the class action toolbox outside of our bankruptcy world does not have the tools we have here. I am not taking Mr. Dubbs' offer to go into unchartered waters, when I have a navigation chart for traveling the bankruptcy route. For those reasons, I am going to deny without prejudice the 723 motion -- 7023, excuse me.

And finally, I've spent a lot of time working through a very long document -- that is the proposed order and it's exhibit -- to spot some of the bigger issues I have mentioned,

but there are also some, not a great deal, of lesser ones that I want changed. And what I am going to do in the next very few days, two, three days, my assistant, my judicial assistant, Ms. Thomas, will email to Mr. Slack, Mr. Karotkin, and Mr. Dubbs a very rough markup showing the relative modest changes that I want to see in Exhibits A-1, A-2, and A-3 of the proposed order. They are, perhaps, a little more than nits or redundancies or unnecessary surplusage, and some reflect portions of the ruling that I have summarized today, but I am not going to take time today, or even am I prepared today to have a proofreading or an edit to make everybody on the call listen while I say about some edit that is noncontroversial, that seems to be appropriate.

So I don't intend to sign any order at this point. I don't -- and including, by the way, I'm not going to sign an order that denies the 7023 procedure. I will include that when I issue the order approving the ADR procedures, in case the securities lead plaintiff -- the plaintiffs wish to seek some sort of review of my decision. But I first want to have the principal parties to have an opportunity to see and be heard on the finished product for the ADR procedures.

Now I would add, I don't intend to make this markup -- it's is nothing more than an edited draft -- a matter of public record. I also, of course, am not having an ex parte communication with one side or the other, having my assistant

send a markup of a document to show proposed edits to counsel on both sides seems adequate to me. But if there is any counsel who really, truly wants to have time to spend looking at about a forty-page redline version that's hard to follow, they're free to contact Ms. Thomas by email and request the copy be sent to them as well.

So here's my scheduling plan based upon what I would like to have occur: I will set a hearing on our regular PG&E calendar of January 27th, 2021, at 10 o'clock, for final approval of the ADR procedures.

As I said, I want counsel to meet and confer, I previously said within thirty days, and when I went back to prepare this schedule, I realized that that's a bit of a squeeze. So I am going to impose upon Mr. Slack and Mr. Karotkin on the one hand, and Mr. Dubbs on the other, to meet and confer within the next two weeks, by December 19th, and thereafter for Mr. Slack, or the reorganized debtors, to file proposed final procedures and a proposed final order no later than January 4th, 2021.

I will allow parties who wish to object to the final form -- again, not the substance of this ruling, just the details -- no later than January 15th. And I'll repeat that date. I want counsel to meet and confer within -- by two weeks, December 19th. I want the debtor to file proposed final procedures and order by January 4th, and I will give the

parties who wish to be heard a deadline of only January 15th to file their objections.

And furthermore, anyone objecting, or any unrepresented claimant, must meet and confer with reorganized debtors' counsel in an attempt to resolve any objections no later than a week prior, or January 22nd. So in other words, it's a tight schedule, but it's also not a very substantive issue.

Proposed order and procedures by January 4th, objections by January 15th. I'll give any objecting party one week, to January 22nd, to make a good faith effort to meet and confer with reorganized debtors' counsel. If there's no attempt, or an unwillingness, or a failure to do that, I may strike any objections, but I will take up anything that's left on the January 27th calendar.

That's the end of my oral ruling. I hope I have not confused the issues. I want to say that when Ms. Thomas sends to principal counsel the markup, there may be some confusion because, frankly, it wasn't easy for Ms. Thomas and me to, sort of, take the document off the docket and turn it into an editable Word document without having difficult margin problems and spacing problems, but we did our best, and I have no objections if there is any confusion, by particularly Mr. Dubbs, or Mr. Slack, and their staff, to clarify through Ms. Thomas whatever might've been intended.

I promise you there are no sleepers in there. I think I have identified every substantive matter in the oral ruling that I've just made, and the other things are -- in some cases, are almost self-evident like saying the same thing twice seems unnecessary, or making reference to a different procedure under the bankruptcy rules, rather than the general civil rules.

I will invite Mr. Karotkin or Mr. Slack or Mr. Dubbs to let me know now if there's anything they want clarified or that I've created by way of confusion, but other than that, I do not want to turn this hearing into a motion for reconsideration.

So I will start with Mr. Slack and Mr. Karotkin. Do you want to be heard at all?

MR. SLACK: Hi, Your Honor. Richard Slack for the reorganized debtor. Just one clarification on the schedule itself, which is what I took down was you want the objections on January 15th, and then a meet and confer period with the reorganized debtors, then have the opportunity to file a response to the objection. Is there --

THE COURT: No, no.

MR. SLACK: -- is there a date?

THE COURT: No, meet -- no, this is just editing. This is just say this instead of that. As I say, it's not an invitation for an objector to say, Judge, you should've done something different. You should've --

MR. SLACK: Okay.

THE COURT: -- gone with the limited fund. It's truly editing.

MR. SLACK: Yes, okay.

THE COURT: And I --

MR. SLACK: That's what I thought.

THE COURT: -- genuinely suspect if the drafting -- if you and Mr. Karotkin draft something, and confer with Mr. Dubbs, there maybe will be no objections because there's nothing that I can imagine that is really going to outline or alter anybody's fate here. It's just to try to make it clearer.

I think maybe you'll have a better understanding of my thinking when you see the markup. And as I say, I realize this is an oddball way to go about doing this, but I didn't know any other way to deal with a long, long document. You did file a very long document that took a lot of careful reading. Okay.

MR. KAROTKIN: Your Honor?

THE COURT: Anyone else?

MR. KAROTKIN: Your Honor, Mr. Karotkin. I have no comments. Thank you.

THE COURT: Thank you, Mr. Karotkin.

Mr. Dubbs, anything from you?

MR. DUBBS: This is Thomas Dubbs for the class in the class case. We will work with Mr. Slack, pursuant to the

Court's indications of what it wants to do, and we thank the Court for working its way through a complicated problem.

THE COURT: Okay. Well, I thank you all for your effort. As I say, I want -- I complimented you all, I believe, at the prior hearing. Having spent a lot of time over the last couple of the weeks, I again appreciate both sides' huge effort to deal with this problem, and I had to make a decision.

Let me say also that we still have, at least for now -- I'm assuming we still have on calendar for the 15th, the contested motion for the securities lead plaintiffs under Rule -- I mean, under Bankruptcy Code Section 503. So if between now and the 15th, if either or any of you three that I've talked to -- or any people working with you -- really get bogged down on something, I'll be happy to take a moment on the 15th on the record, just to clarify anything that may have gotten lost in the shuffle today, and if for some reason you are not going to go forward on the 15th, and that hearing's going to be continued, I think we still have some other things on the 15th, although many of them are being moved as well.

The point is, I will be available if there's some need to have an on-the-record discussion of something that may come to your mind, either based upon what I read and announced today, and/or alternatively, when you see this markup.

I mean, I've got to say, my fear was that I would create confusion. If we didn't have COVID, and we had people,

I probably would've invited people to sit around a table, and have a drafting committee meeting, and say, look, let's change this to this, and this to that. That's what I tried to do with my assistant, Ms. Thomas' help, and that's what you'll be looking at.

I also won't take offense if either side says, Judge, I think you're crazy. You shouldn't have stricken this provision; you should've left it the way we had it. And as long as it's not trying to persuade me of any substantive decision, I'm happy to have the conversation.

All right. With that, I -- unless someone desperately needs to be heard, I will take a moment to see. Anyone desperately need to be heard?

All right. I wish you Happy Holidays. Stay well, and thank you all for your time, and I will conclude the hearing, and thank my staff, and CourtCall.

MR. SLACK: Thank you.

MR. KAROTKIN: Thank you, Your Honor.

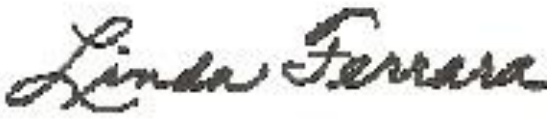
MR. DUBBS: Thank you, Your Honor.

(Whereupon these proceedings were concluded)

I N D E X

C E R T I F I C A T I O N

I, Linda Ferrara, certify that the foregoing transcript is a true and accurate record of the proceedings.



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Date: December 7, 2020

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